

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 4
 March 02, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Smith Sherrell

2. Issuer Name and Ticker or Trading Symbol
 UNIVERSAL TECHNICAL INSTITUTE INC [UTI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 20410 NORTH 19TH AVENUE, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP of Operations

PHOENIX, AZ 85027

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$0.0001 par value	02/28/2007		A		4,800 ₍₁₎ \$ 0 47,327	D	
Common Stock, \$0.0001 par value	12/11/2006		A		200 ₍₂₎ \$ 0 1,566	I	Owned by Spouse
Common Stock, \$0.0001 par	02/28/2007		A		3,800 ₍₃₎ \$ 0 5,366	I	Owned by Spouse

value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.63	02/28/2007		A	2,800	(4) 02/28/2017	Common Stock	2,800	
Employee Stock Option (Right to Buy)	\$ 20.5					12/17/2004 12/17/2013	Common Stock	100	
Employee Stock Option (Right to Buy)	\$ 20.5					12/17/2004 12/17/2013	Common Stock	20,000	
Employee Stock Option (Right to Buy)	\$ 38.46					02/16/2006 06/15/2016	Common Stock	12,000	
Employee Stock Option (Right to Buy)	\$ 23.25					06/15/2007 06/15/2016	Common Stock	11,000	

Employee Stock Option (Right to Buy)	\$ 18.22				09/01/2007	09/01/2016	Common Stock	5,500
Employee Stock Option (Right to Buy)	\$ 20.5				12/17/2004	12/17/2013	Common Stock	100
Employee Stock Option (Right to Buy)	\$ 20.5				12/17/2004	12/17/2013	Common Stock	3,500
Employee Stock Option (Right to Buy)	\$ 38.46				02/16/2006	02/16/2016	Common Stock	600
Employee Stock Option (Right to Buy)	\$ 23.25				06/15/2007	06/15/2016	Common Stock	4,100
Employee Stock Option (Right to Buy)	\$ 22.21	12/11/2006	A	1,000	<u>(5)</u>	12/11/2016	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Sherrell 20410 NORTH 19TH AVENUE SUITE 200 PHOENIX, AZ 85027			Sr. VP of Operations	

Signatures

Sherrell Smith	03/02/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 50 percent of the restricted stock vests on the second anniversary of the grant date. An additional 25 percent vests on the third anniversary of the grant date and the remaining 25 percent vests on the fourth anniversary of the grant date.
 - (2) The restricted stock vests in four equal installments beginning on December 11, 2007.
 - (3) The restricted stock vests in four equal installments beginning on February 28, 2008.
 - (4) The option becomes exercisable in four equal annual installments beginning on February 28, 2008.
 - (5) The option becomes exercisable in four equal annual installments beginning on December 11, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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